

# **EXHIBIT A**

**Declaration of Nicole Kiss  
on behalf of TingleMerrett LLP**

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

COAST TO COAST TITLE, LLC, SOL §  
SOL CITY TITLE, LLC, MAGNOLIA §  
TITLE ARKANSAS, LTD., MAGNOLIA §  
TITLE FLORIDA, LLC, THE PEABODY, §  
BULLDOG LLC, AND JOHN MAGNESS §

*Plaintiffs* §

v. §

CIVIL ACTION NO.:4:24-cv-2767

TYRELL L. GARTH, PHILLIP H. §  
CLAYTON, DEBBIE MERRITT A/K/A §  
DEBORAH MERRITT, MATTHEW D. §  
HILL, CHARLES BURNS, P. GARRETT §  
CLAYTON, SCOTT M. REEVES, §  
ARIANE E. YOUNG, §  
TINGLEMERRITT, LLP, §  
STARREX TITLE FLORIDA, LLC, §  
LAURIE COOPER, MARKETSTREET §  
CAPITAL PARTNERS, LLC, §  
MARKETSTREET CAPITAL §  
PARTNERS AR, LLC AND §  
BRIAN A. BREWER §

*Defendants.* §

**Declaration of Nicole Kiss**

1. My name is Nicole Kiss. My birthdate is December 29, 1978. My address is 2027- 52 Avenue SW, Calgary, Alberta, Canada, T3P 0M9. I have personal knowledge of the facts stated in this declaration.
2. I am a citizen and resident of Canada and a partner in TingleMerrett LLP (the "Firm"). I have been a partner of the Firm since January 1, 2015. I have

personal knowledge of many of the facts stated herein and have reviewed relevant Firm records to which I have access in the normal course of business to confirm all of these facts.

3. The Firm is a Canadian entity formed under the laws of the province of Alberta. Its sole office is located at Suite 1250, 639—5<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 0M9 Canada.
4. The Firm has never:
  - a. owned or rented real property in Texas or anywhere in the United States, other than renting hotel rooms and similar overnight accommodations for business travel to the United States on occasion;
  - b. owned a bank account in Texas or anywhere in the United States;
  - c. paid taxes in Texas or anywhere in the United States, other than incidental sales taxes in travel;
  - d. had a place of business in Texas or anywhere in the United States;
  - e. had a mailing address in Texas or anywhere in the United States;
  - f. had a telephone number in Texas or anywhere in the United States;
  - g. had any employees in Texas or anywhere in the United States;
  - h. been registered to do business in Texas; or
  - i. otherwise maintained a registered agent for service or any other type of agent in Texas or anywhere in the United States.
5. No Firm lawyer is licensed to practice in the United States.
6. Starrex International Ltd. (“Starrex Ltd.”) is a client of the Firm. Starrex Ltd. is formed under Canadian law and is listed on the Canadian Securities Exchange. Accordingly, the Firm was engaged to advise on matters of Canadian law. Starrex Ltd. has other U.S. lawyers that advise Starrex on various U.S. legal matters.
7. Scott Reeves, who is a partner in the Firm, is also a director of Starrex Ltd. but he is not compensated by the Firm for any of his work as a director of Starrex Ltd. The Firm does not charge or invoice Starrex Ltd. for Mr. Reeves’s time serving as a director; the Firm invoices Starrex Ltd. solely for legal work performed by Mr. Reeves and other firm lawyers. The Firm does not require or suggest that Mr. Reeves serve as a director of any entity, and specifically, the Firm did not require or suggest that Mr. Reeves serve as a director of Starrex Ltd.

8. I understand that Mr. Reeves traveled to Texas once as a director for Starrex Ltd. in November 2021, however, that trip was for the purpose of a transaction unrelated to the allegations in this matter. No Firm lawyer has traveled to Texas related to the allegations in the lawsuit.
9. Any legal work by a Firm lawyer for Starrex Ltd. occurred in Canada. The Firm sends its invoices to Starrex Ltd., a Canadian company. The Firm's engagement letter with Starrex Ltd. was entered into in Calgary, Alberta, Canada with the expectation that the legal work would be performed in Canada. That agreement is governed by Canadian law with a venue provision calling for any disputes to be resolved in Canada.
10. The Firm does not solicit business in Texas. When the Firm is involved in matters touching the United States, the Firm is typically engaged to provide legal counsel and work on Canadian law aspects of cross-border transactions, as is the case with Starrex Ltd. The Firm's clients, not the Firm, choose where they do business and with whom they seek to transact. It is irrelevant to the Firm whether the Firm's clients engage in transactions with counterparties in Texas or do business in Texas.

I swear under penalty of perjury under the laws of the United States and Canada that the foregoing is true and correct.

SIGNED on July 31, 2024, in Calgary, Alberta, Canada.

A handwritten signature in cursive script, appearing to read "Nicole E. Kiss", is written over a horizontal line.

**NICOLE E. KISS**  
***Barrister & Solicitor***